

WOODSTOCK NEIGHBORHOOD ASSOCIATION BYLAWS

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WOODSTOCK NEIGHBORHOOD ASSOCIATION BYLAWS

Revised 2007

ARTICLE I: NAME OF ORGANIZATION

The name of this organization is **Woodstock Neighborhood Association** (the WNA).

ARTICLE II: PURPOSE

- a. To provide an open process by which all members of the Woodstock neighborhood may involve themselves in the affairs of the neighborhood.
- b. To assist in furthering activities and projects that will protect and enhance the livability of the Woodstock neighborhood.
- c. To enhance the livability of the Woodstock neighborhood by establishing and maintaining open lines of communication and acting as a liaison between the Woodstock neighborhood and government, agencies, private organizations, businesses and other neighborhoods.
- d. To do and perform all of the activities related to said purposes, have and enjoy all of the powers granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.

ARTICLE III: GEOGRAPHICAL BOUNDARIES

Northern Boundary: S.E. Holgate Boulevard Southern Boundary: Portland city limits

Eastern Boundary: 60th Avenue from Holgate to Duke Street; west on S.E. Duke

Street to S.E. 50th Avenue; north to Henry Street; west on Henry

Street to S.E. 45th; south on 45th to Portland city limits.

Western Boundary: S.E. 39th Avenue from Holgate Boulevard to Portland city limits.

ARTICLE IV: MEMBERSHIP

SECTION 1: MEMBERSHIP ELIGIBILITY. Membership in the WNA shall be open to any person who resides, owns property, holds a business license or is the single designated representative of a nonprofit organization and/or government agency located within the geographical boundaries of the WNA.

SECTION 2: QUALIFICATIONS. Members may be elected or appointed as a board member and/or an officer of the association.

^{*} The Woodstock neighborhood shares the area south of S.E. Crystal Springs Boulevard to the Portland city limits between S.E. 39th and S.E. 45th avenues with the Ardenwald Johnson Creek Neighborhood.

SECTION 3: VOTING. All Members have one vote each to be cast during attendance at any general or special meeting.

SECTION 4: FINANCIAL SUPPORT. The WNA shall not charge dues or membership fees; however the WNA may accept voluntary contributions. The WNA may organize fundraising activities and events. The board must approve the use of the WNA name for a fundraising event. The WNA may solicit funds through grants.

ARTICLE V: MEETINGS

SECTION 1: NOTIFICATION. Notification of all general, board and special meetings will be made at least seven (7) days in advance by mail, email, posted notices, telephone calls, or other appropriate means of communication. Notification must include the date, time, place and a brief description of agenda.

SECTION 2: GENERAL MEMBERSHIP. There shall be at least one (1) general membership meeting each year. This meeting, held in May, will serve as the annual meeting.

SECTION 3: BOARD OF DIRECTORS. The board shall meet in open session as many times as deemed necessary by the chairperson or the board. Only board members may vote at board meetings.

SECTION 4: SPECIAL. The chairperson or the board as deemed necessary may call special meetings of the Members.

SECTION 5: EMERGENCY. The chairperson or the board may call emergency meetings of the Members. Notice of any emergency meetings shall require at least twenty-four (24) hours' notice. No business other than the stated purpose may be discussed or acted on at an emergency meeting. The minutes of the meeting must describe the emergency.

SECTION 6: AGENDA: The agenda is subject to approval and adoption by Members. Any Member may suggest an item for the agenda:

- a. By writing to the chairperson at least seven (7) days in advance of the meeting; or
- b. By making a motion to add an item to the agenda during the respective meetings. Adoption of that motion requires a second and majority vote.

SECTION 7: QUORUM. A quorum for any general or special meeting will be five (5) board members and five (5) general members. A quorum for any board meeting will be half of the currently elected board members plus one (1.)

SECTION 8: PARTICIPATION. All general, special, board, or committee meetings are open to any person. Actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

SECTION 9: PROCEDURES. Roberts Rules of Order Revised shall govern.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: COMPOSITION. The board shall consist of the following elected positions: chairperson, vice-chairperson, secretary, treasurer, coalition representative, newsletter editor, web administrator, five area representatives and the appointed committee heads.

SECTION 2: ELIGIBILITY. Only Members shall be qualified to hold an elected or appointed position.

SECTION 3: VACANCIES. The board may fill any vacancy on the board by a majority vote of the board. A Member appointed to fill a vacancy shall serve the remainder of the term.

SECTION 4: DUTIES. The board shall conduct the business of the association; coordinate committee activities; report regularly to the general membership; be responsible for efforts to ensure adequate opportunities for participation in WNA activities by all Members and serve as ex officio members of standing committees.

Chairperson shall:

- a. Preside at all general and board meetings;
- b. Perform such duties as many be prescribed in these bylaws or assigned by the WNA or the board;
- c. Be an ex officio member of all committees;
- d. Prepare an agenda for any meeting;
- e. And represent the position of the board and the interests of the WNA when acting in any capacity for the WNA.

Vice chairperson shall:

- a. Act as an aide to the chairperson, and in the absence of the chairperson, shall preside at meetings;
- b. And have other duties as may be prescribed by the board.

Secretary shall:

- a. Be responsible for recording and transmitting both the majority and minority viewpoints on any recommendation on issues on which a position is to be taken by WNA;
- b. Keep minutes of the proceedings of all meetings unless unable to attend, when a substitute will fill the position for that meeting;
- c. Ensure the minutes are filed with the neighborhood coalition office;
- d. Maintain a list of all board and committee members and their term dates;
- e. Complete and file any required reports and forms;

f. And have other duties as may be prescribed by the board.

Treasurer shall:

Maintain records of all financial activities, including bank statements, receipts, invoices, and other documents that verify any WNA financial transactions. Pursuant to the WNA Financial Policies:

- Make all deposits and co-sign all checks or withdrawals from all financial accounts except those used exclusively by certain projects or programs affiliated with WNA. These exceptions require approval by majority vote of Members or board;
- b. Write checks to individuals or groups as directed by majority vote of Members or board;
- c. Provide reports of financial account balances and summaries of transactions at general membership meetings;
- d. Complete and file financial reports or forms required by city, state and federal governments;
- e. Prepare an annual budget at the direction of the board, to be approved by the Members;
- f. And perform such duties pursuant to WNA Financial Policies established by the board
- g. And review the WNA Financial Policies annually and recommend updates as needed.

Coalition representative shall:

- a. Represent the WNA at meetings of Southeast Uplift Board.
- b. Vote on issues according to the board's formal position or membership vote.
- c. In cases where the board has no formal position nor a membership vote has been taken, the coalition representative shall vote in accordance with the WNA's general objectives.

Newsletter editor shall:

a. Be responsible for coordinating and producing any newsletter and other forms of communication.

Area representatives shall:

- b. Represent the views and interests of their respective areas on neighborhood association issues.
- c. The board may assign additional responsibilities.

Web administrator shall:

a. Be responsible for coordinating and producing information on the designated web site.

At large board members:

- a. Must meet the requirements of membership.
- b. And may serve as alternates for the above positions in the instance an officer cannot attend a specific meeting and vote in their stead;

ARTICLE VII: COMMITTEES

SECTION 1: STANDING. There may be standing committees as designated by the board. The chairperson or board may establish special ad hoc committees. Chairpersons of committees are members of the board for the duration of their committee position.

SECTION 2: LAND USE. There may be a Land Use Committee and a land use chairperson. The required designated WNA recipient (contact person) of city land use notices is preferably a member of the Land Use Committee. The designated recipient promptly notifies the Land Use Committee; if none, then the appropriate area representative. If a land use issue is of particular concern, an ad hoc committee may be formed.

- a. The Land Use Committee will investigate land use requests and activities that are perceived to have an impact on the livability of the Woodstock neighborhood.
- b. The Land Use Committee will consist of a chairperson and at least two other members appointed to one (1) year terms by the board. The committee shall be no larger than seven members. The land use chairperson will be elected by the WNA Members. Appointments to the committee shall take place within three months after the annual election of board members. Appointments to fill vacancies will be made in the same manner as annual appointments to the committee.
- c. A majority of currently appointed committee members shall constitute a quorum.
- d. The Land Use Committee will be empowered to take a position and present its findings and recommendations on land use matters directly to the appropriate governmental body with dissenting views noted. In the event a land use decision is appealed by the applicant or other party, the Land Use Committee shall file the WNA response with the approval of the board. Should the WNA appeal a land use decision, the committee shall file the appeal.

- e. The Land Use Chairperson, area representative or ad hoc committee chairperson shall use reasonable means to contact any persons who may be directly affected by decisions to be made by the Land Use Committee. An opportunity to provide input into the decision will be given. Notification shall be in accordance with the guidelines adopted by the board.
- f. Notification of decisions and actions taken by the Land Use Committee must be presented to the board at the next board meeting or to the Members at the next general meeting, whichever comes first. If the board or membership rejects the Land Use Committee's decision, it shall notify the appropriate governmental body at the earliest opportunity.

SECTION 3: FRIENDS OF THE WOODSTOCK COMMUNITY CENTER. The Friends of the Woodstock Community Center (FWCC) is a sanctioned committee of the Woodstock Neighborhood Association. Refer to FWCC Organizational Guidelines, March 2006.

ARTICLE VIII: ELECTIONS

SECTION 1: NOMINATIONS. A nominating committee chosen by the Members at a general meeting shall select candidates for elected office. It shall be the duty of this committee to nominate candidates for the positions to be filled. At the meeting before the May election meeting, nominations from the floor shall be accepted. Nominations from the floor must have the approval of the person being nominated and all nominations must be in accordance with Article IV of these Bylaws.

SECTION 2: BOARD MEMBERS TERMS OF OFFICE. Board members shall be elected to serve one (1) year or until successors are elected. Terms of office shall begin at the close of the meeting at which they are elected.

No member shall hold more than one elected office at a time and the chairperson, vice-chairperson, secretary, and treasurer shall not be eligible to serve more than two (2) consecutive terms in the same office. A motion receiving two-thirds (2/3) vote may waive the term limit provision for a particular position. The motion shall be made after nominations for the position have been closed and before the election. If the motion has been approved the nominations may then be included.

SECTION 3: RECALL PROCEDURE. An officer or board member is subject to recall when he/she is not carrying out duties of the office as defined in these bylaws. The recall procedure shall commence upon the submission to the board of a petition containing fifteen (15) or more signatures of Members verified by the secretary. The person involved shall be promptly notified. The proposed recall matter shall be publicized, along with an announcement of the recall vote to be held at the next regularly scheduled general meeting. Members will have the opportunity to vote on the recall at that meeting. An affirmative vote of two-thirds (2/3) of those attending shall remove the person at that meeting. The vacancy thereby created may be filled by appointment by the board.

ARTICLE IX: PROCEDURE FOR CONSIDERATION OF PROPOSALS

SECTION 1: SUBMISSION OF PROPOSALS. Any person or group, inside or outside the boundaries of the WNA may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether the proposed items will appear on the agenda of the meeting.

SECTION 2: NOTIFICATION. The proponent and other parties directly affected by such proposal shall be notified in writing of the place, day and hour the proposal shall be reviewed at least seventy-two (72) hours prior to the meeting at which the matter is scheduled for consideration. Reasonable efforts will be made to notify all persons directly affected by a proposal.

SECTION 3: ATTENDANCE. The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

ARTICLE X: CONFLICT OF INTEREST PROCEDURES

Each member of the board will disclose to the Members any personal interest that he or she may have in any matter pending. A board member may answer any questions regarding matters in which he/she may have a conflict and may choose not to participate in any decision or vote on such matter. The minutes of the meeting shall reflect that the disclosure was made and if the board member abstained or was not present during the discussion and vote, that a quorum existed not counting that board member. No member of the board may use any list of Members or donors for personal, private, or business solicitation purposes at any time during his or her term of office on the board.

ARTICLE XI: FINANCES

The Funds shall be:

- a. Deposited by a board member as directed by the board in WNA accounts at a financial institution. Such funds may be withdrawn with a check or draft signed by two signatures including one board member and the treasurer;
- b. and/or held by a fiscal sponsor with federal 501(c)3 non-profit status such as the neighborhood coalition group, Southeast Uplift. Funds provided or held in trust by the fiscal sponsor for the use of the WNA generally shall be under the direction of the treasurer. Funds that have been raised by a WNA-affiliated project or program and held by a fiscal sponsor can be accessed and used by the WNA designated representative of the project or program.

In the case that the WNA should cease to exist or function as an organization, the members or board shall disseminate any and all funds to organizations whose purpose is similar in nature to existing WNA programs for the betterment of the Woodstock neighborhood.

ARTICLE XII: GRIEVANCE PROCEDURES

SECTION 1: ONE-ON-ONE DIALOGUE AND MEDIATION. Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

SECTION 2: ELIGIBILITY TO GRIEVE. Any person or group may initiate this grievance procedure by submitting a grievance in writing to the board. Grievances are limited to complaints that the grievant has been harmed by a violation of the Office of Neighborhood Involvement (ONI). Standards or these bylaws that has directly affected the outcome of a decision of WNA.

Grievances must be submitted within forty-five (45) days of the alleged violation.

SECTION 3: PROCESSING THE GRIEVANCE. The board shall arrange a Grievance Committee that shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendation(s) to the board.

SECTION 4: FINAL RESOLUTION. Within sixty (60) calendar days from receipt of the grievance, the WNA shall render a final decision on the grievance and notify the grievant of its decision. Deliberations by the Grievance Committee on a recommendation and by the board on a decision may be held in executive session.

SECTION 5: APPEALS PROCESS. Only upon unsatisfactory resolution of a grievance with the WNA may a grievant appeal to Southeast Uplift Neighborhood Coalition. The grievant has fourteen (14) calendar days from the date the decision is rendered to appeal.

ARTICLE XIII: NONDISCRIMINATION

The WNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendation or actions.

ARTICLE XIV: PUBLIC MEETING/PUBLIC RECORDS REQUIREMENTS

The WNA shall abide by the requirements relative to public meetings and public records as outlined in Section VIII of the ONI Standards for Neighborhood Associations. Official action(s) taken by the WNA must be on the record or part of the minutes of each meeting. The minutes shall include a record of attendance and the result of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the SEUL office.

ARTICLE XV: ADOPTION AND AMENDMENT OF BYLAWS

These bylaws may be amended at any general meeting of the WNA, provided that the proposed amendment has been read and submitted in writing to the chairperson at the previous general meeting and seven (7) days' notification has been made to the general Members regarding the proposed amendment. Adoption of and amendment to these bylaws shall require a two-thirds (2/3) vote of the Members present at a general meeting.

Amended: October 3, 2007 June 6, 2007 October 5, 2005 April 3, 2002 1997 1990 April 21, 1977